

01-31-2003



102352873

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
 Elf Lubricants North America, Inc. **1-29-03**

Individual(s)  Association  
 General partnership  Limited Partnership  
 Corporate-State Delaware  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: February 1, 2002

2. Name and address of receiving party(ies)

Name: Total Fina Elf Lubricants USA, Inc.  
 Internal Address: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Street Address: 5 North Stiles Street  
 City: Linden State: New Jersey ZIP: 07036

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporate-State Delaware  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached  Yes  No  
 (Designations must be a separate document from assignment)  
 Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)  
1,832,245

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jay K. Meadway, Esquire  
 Internal Address: Ballard Spahr Andrews & Ingersoll, LLP  
 Street Address: 1735 Market Street, 51<sup>st</sup> Floor  
 City: Philadelphia State: PA Zip: 19103-7599

6. Total number of applications and registrations involved:..... **1**

7. Total Fee (37 CFR 3.41) \$ 40.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
02-0755  
 (Attach duplicate copy of this page if paying by deposit account)

01/30/2003 610N11 00000083 020755 1832245  
 01 FC:8521 40.00 CH

DO NOT USE THIS SPACE

9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Jay K. Meadway Jay Meadway 1/23/03  
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **5**

OFFICE OF PATENT RECORDS  
 2003 JAN 22 PM 2:55  
 FINANCE SECTION

Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patent & Trademarks, Box Assignments  
 Washington, DC 20231

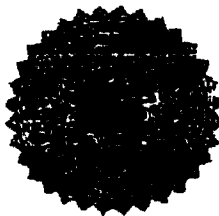
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ELF LUBRICANTS NORTH AMERICA, INC.", CHANGING ITS NAME FROM "ELF LUBRICANTS NORTH AMERICA, INC." TO "TOTAL FINA ELF LUBRICANTS USA, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF APRIL, A.D. 2002, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2248500 8100

020275945

AUTHENTICATION: 1751918

DATE: 04-30-02

TRADEMARK  
REEL: 002662 FRAME: 0293

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 04/30/2002  
020215945 - 2248500

**STATE of DELAWARE  
CERTIFICATE of AMENDMENT of  
CERTIFICATE of INCORPORATION**

- First: That at a meeting of the Board of Directors of Elf Lubricants North America, Inc. on February 1, 2002 resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:  
Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "One" so that, as amended, said Article shall be and read as follows:  
" The name of the Corporation is Total Fine Elf Lubricants USA, Inc.

- Second: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- Third: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- Fourth: That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY: Robert C Devanny  
(Authorized Officer)

NAME: ROBERT C DEVANNY  
(Type or Print) VICE-PRESIDENT & CORPORATE SECRETARY

**ELF LUBRICANTS NORTH AMERICA, INC.**

**RESOLUTION ADOPTED BY UNANIMOUS  
WRITTEN CONSENT OF THE BOARD OF DIRECTORS**

The undersigned, being all of the directors of Elf Lubricants North America, Inc., a Delaware corporation, acting pursuant to Section 141 of the Delaware General Corporation Law and Section 2.8 of the corporation's by-laws, hereby waive notice of, and take, the following actions:

**RESOLVED**, that effective February 1, 2002 the registered office of the Corporation be and it hereby is changed to Corporation Service Company and the authorization of the present registered agent of the Company be and the same is hereby withdrawn and CORPORATION SERVICE COMPANY shall be and is hereby constituted and appointed the registered agent of the Company at the address of its registered office.


**RESOLVED**, that effective April 1<sup>st</sup>, 2002 the Board of Directors of the Corporation recommends to the sole stockholder of the Corporation that the Articles of Incorporation of the Corporation be amended as set forth below:

Article One shall be amended to read:


**"Name**

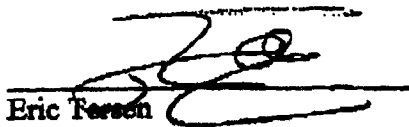
The name of the Corporation is Total Fina Elf Lubricants USA, Inc."

**WHEREUNTO**, we have signed our names and directed that the Secretary of the Corporation file this consent, or counterparts thereof, in the minutes of the Corporation.

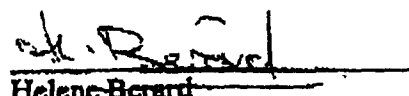
  
Christian Cabrol

  
Anthony Soriano

  
Otto Takken

  
Eric Fessen

  
Bernard Anselmi

  
Helene Berard

**CONSENT OF STOCKHOLDER  
OF  
ELF LUBRICANTS NORTH AMERICA, INC.**

The undersigned, being the sole stockholder of Elf Lubricants North America, Inc., a Delaware corporation, acting pursuant to Section 228 of the Delaware Corporation Law and Section 2.8 of the corporation's by-laws, waives notice of, and consents to, the following action:

**RESOLVED**, that effective April 1<sup>st</sup> 2002 the Articles of Incorporation of the Corporation be amended as set forth below:

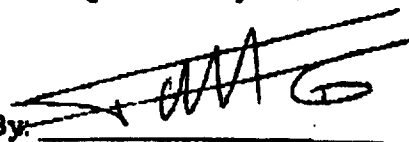
Article One shall be amended to read:

"Name

The name of the Corporation is Total Fina Elf Lubricants USA, Inc."

WHEREUNTO, Elf Aquitaine, Inc. has executed this consent and directed the Secretary of the Corporation to insert this consent in the minutes of the Corporation.

**ELF AQUITAINE, INC.**

By: 

Otto Takken  
Chief Operating Officer and  
Executive Vice President

LAW OFFICES

**BALLARD SPAHR ANDREWS & INGERSOLL, LLP**

1735 MARKET STREET, 51ST FLOOR  
PHILADELPHIA, PENNSYLVANIA 19103-7599  
215-665-8500  
FAX: 215-864-8999  
WWW.BALLARDSPAHR.COM

BALTIMORE, MD  
DENVER, CO  
SALT LAKE CITY, UT  
VOORHEES, NJ  
WASHINGTON, DC

JAY K. MEADWAY  
DIRECT DIAL: 215-864-8101  
PERSONAL FAX: 215-864-9803  
MEADWAYJ@BALLARDSPAHR.COM

January 23, 2003

Commissioner of Patents & Trademarks  
Box ASSIGNMENTS  
Washington, DC 20231

Dear Sir/Madam:

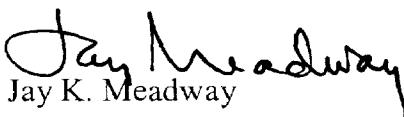
We are enclosing herewith the following documents set forth below, which are to be filed in the Patent and Trademark Office.

Please charge all government filing fees with respect to the enclosed documents to our Miscellaneous Deposit Account 02-0755.

Please charge any additional fees or credit overpayment to Miscellaneous Deposit Account 02-0755.

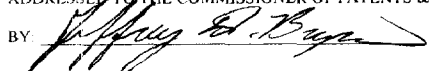
Respectfully submitted,

BALLARD SPAHR ANDREWS & INGERSOLL, LLP

  
Jay K. Meadway

Enclosures: Form PTO-1594 (cover sheet listing Registration No. 1,832,245) and a copy of the originally executed Change of Name  
Conveying Party: Elf Lubricants North America, Inc.  
Receiving Party: Total Fina Elf Lubricants USA, Inc.  
Mark: SAFEGARD  
Fee: \$40.00  
Attorney Docket No.: 069827

I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO THE COMMISSIONER OF PATENTS & TRADEMARKS, BOX ASSIGNMENTS, WASHINGTON DC 20231, ON THE DATE INDICATED BELOW.

BY:  DATE: January 23, 2003

PHL\_A #1660455 v1

RECORDED: 01/29/2003

TRADEMARK  
REEL: 002662 FRAME: 0297